



State of Utah

DEPARTMENT OF NATURAL RESOURCES
DIVISION OF OIL, GAS AND MINING

Michael O. Leavitt
Governor

Kathleen Clarke
Executive Director

Lowell P. Braxton
Division Director

1594 West North Temple, Suite 1210

PO Box 145801

Salt Lake City, Utah 84114-5801

801-538-5340

801-359-3940 (Fax)

801-538-7223 (TDD)

December 17, 2001

Chris McCourt
SF Phosphates Limited Company
9401 North Highway 191
Vernal, Utah 84078

Re: Notice of Tentative Approval for Revised Operations and Approval of Form and Amount of Replacement Surety, SF Phosphates Limited Company, Vernal Phosphates Operation, M/047/007, Uintah County, Utah

Dear Mr. McCourt:

On December 12, 2001, the Director of the Division of Oil, Gas and Mining formally approved the form and amount of replacement reclamation surety for SF Phosphates Vernal Phosphate mine. The replacement reclamation surety is presented as two riders to surety bond #103446665 issued by Travelers Casualty and Surety Company of America.

One surety rider increases the amount from \$2,024,000 to a new amount of \$2,336,000 for a three year escalation period to year 2004. The Division previously approved the three year escalation period for this project due to ongoing reclamation at the site. The surety will again be reviewed in three years rather than the standard five-year period.

Surety Rider No. 2 adds the Bureau of Land Management as an obligee along with the Division of Oil, Gas and Mining. This rider also states that \$53,040 of the \$2,336,000 is designated for reclamation or disturbance on Bureau of Land Management Lands. The Reclamation Contract designates that the entire disturbed area is 1,159.9 acres of which 23.8 acres is BLM. Enclosed please find copies of the fully signed and executed Reclamation Contract and surety bond riders for your files.

We will now publish notice of the Division's tentative approval in the Vernal and Salt Lake newspapers which will begin a 30-day public comment period. If no adverse comments are received by January 20, 2002, this revised plan will then be accepted. Please be advised that you are not authorized to expand your project until the public comment period has ended and you

Page 2
Chris McCourt
M/047/007
December 17, 2001

have received formal written approval from this office as well as from the Bureau of Land Management, before beginning mining operations on federally managed land.

Thank you for your help and patience in finalizing this permitting action. Please call me if you have any questions in this regard.

Sincerely,

A handwritten signature in black ink, reading "D. Wayne Hedberg". The signature is fluid and cursive, with the first name "D." and last name "Hedberg" clearly legible.

D. Wayne Hedberg
Permit Supervisor
Minerals Regulatory Program

jb
Enclosure: MR-RC & two surety riders
cc: Pete Sokolosky, BLM w/Encl
M47-07-surety.doc

RECEIVED

NOV 19 2001

DIVISION OF
OIL, GAS AND MINING

STATE OF UTAH
DEPARTMENT OF NATURAL RESOURCES
DIVISION of OIL, GAS and MINING
1594 West North Temple Suite 1210
Box 145801
Salt Lake City, Utah 84114-5801
(801) 538-5291
Fax: (801) 359-3940

RECLAMATION CONTRACT

---ooOoo---

For the purpose of this RECLAMATION CONTRACT the terms below are defined as follows:

"NOTICE OF INTENTION" (NOI): (File No.) M/047/007
(Mineral Mined) Phosphate

"MINE LOCATION":
(Name of Mine) Vernal Phosphates Operation
(Description) 11 miles North of Vernal, Utah
in Uintah County

"DISTURBED AREA":
(Disturbed Acres) 1,159.9 acres of which 23.8 acres is BLM
(Legal Description) (refer to Attachment "A")

"OPERATOR":
(Company or Name) SF Phosphates Limited Company
(Address) 9401 North Highway 191
Vernal, UT 84078
(Phone) (435) 789-7795

"OPERATOR'S REGISTERED AGENT":

(Name)
(Address)

William H. Adams / Attorney
170 South Main, Suite 1225
SLC, UT 84101

(Phone)

(801) 359-1980

"OPERATOR'S OFFICER(S)":

Martin Hunt
Vice President of Operations

"SURETY":

(Form of Surety - Attachment B)

Surety Bond

"SURETY COMPANY":

(Name, Policy or Acct. No.)

Travelers Casualty & Surety Co. America

"SURETY AMOUNT":

(Escalated Dollars)

\$2,336,000.00

"ESCALATION YEAR":

2004

"STATE":

State of Utah

"DIVISION":

Division of Oil, Gas and Mining

"BOARD":

Board of Oil, Gas and Mining

ATTACHMENTS:

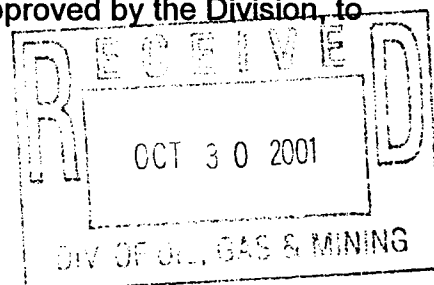
A "DISTURBED AREA":

B "SURETY":

This Reclamation Contract (hereinafter referred to as "Contract") is entered into between SF Phosphates the "Operator" and the Utah State Division of Oil, Gas and Mining ("Division").

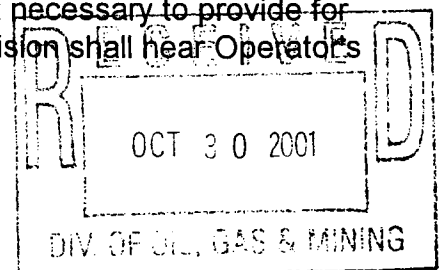
WHEREAS, Operator desires to conduct mining operations under Notice of Intention (NOI) File No. M/047/007 which has been approved by the Utah State Division of Oil, Gas and Mining under the Utah Mined Land Reclamation Act, Sections 40-8-1 et seq., Utah Code Annotated, (1953, as amended) (hereinafter referred to as "Act") and implementing rules; and

WHEREAS, Operator is obligated to reclaim that area described as the Disturbed Area as set forth and in accordance with Operator's approved Reclamation Plan, and Operator is obligated to provide surety in form and amount approved by the Division, to assure reclamation of the Disturbed Area.



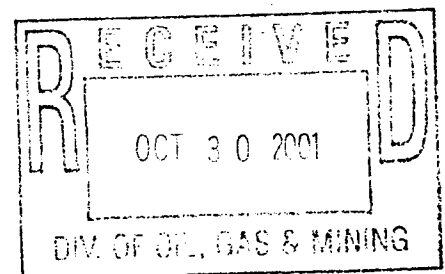
NOW, THEREFORE, the Division and the Operator agree as follows:

1. Operator agrees to conduct reclamation of the Disturbed Area in accordance with the Act and implementing regulations, the original Notice of Intention dated June 20, 1977, and the original Reclamation Plan dated June 20, 1977. The Notice of Intention as amended, and the Reclamation Plan, as amended, are incorporated by this reference and made a part hereof.
2. Concurrent with the execution hereof, Operator has provided surety to assure that reclamation is conducted, in form and amount acceptable to the Division. Such surety as evidenced by the Surety Contract is in the form of the surety attached hereto as Attachment B and made a part hereof. The Surety Contract shall remain in full force and effect according to its terms unless modified by the Division in writing. If the Surety Contract expressly provides for cancellation, then, within 60 days following the Division's receipt of notice that the Surety Company intends to cancel the Surety Contract, the Operator shall provide a replacement Surety Contract in a form and amount reasonably acceptable to the Division. If the Operator fails to provide an acceptable replacement Surety Contract, the Division may order the Operator to cease further mining activities and to begin immediate reclamation of the Disturbed Area.
3. Operator agrees to pay legally determined public liability and property damage claims resulting from mining to the extent provided in Section 40-8-7(1)(e) of the Act.
4. Operator agrees to perform all duties and fulfill all reclamation requirements applicable to the mine as required by the Act and implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended.
5. The Operator's liability under this Contract shall continue in full force and effect until the Division certifies that the Operator has reclaimed the Disturbed Area in accordance with the Act and implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended.
6. If reclamation of discrete sections of the Disturbed Area is completed to the satisfaction of the Division, and the Division finds that such sections are severable from the remainder of the Disturbed Area, Operator may request the Division to certify that Operator has reclaimed such discrete sections of the Disturbed Area in accordance with the Act and Implementing rules, the Notice of Intention, as amended and the Reclamation Plan, as amended. If the Division makes such certification, Operator may make request to the Division that the aggregate face amount of the Surety Contract provided pursuant to paragraph 2 be reduced to an amount necessary to provide for completion of the remaining reclamation. The Division shall hear Operator's



request for such reduction in accordance with the Board's Procedural Rules concerning requests for Agency Action.

7. Operator agrees to indemnify and hold harmless the State, Board and the Division from any claim, demand, liability, cost, charge, suit, or obligation of whatsoever nature arising from the failure of Operator or Operator's agents and employees, or contractors to comply with this Contract.
8. Operator may, at any time, submit a request to the Division to substitute surety. The Division may approve such substitution if the substitute surety meets the requirements of the Act and the implementing rules.
9. This Contract shall be governed and construed in accordance with the laws of the State of Utah.
10. If Operator shall default in the performance of its obligations hereunder, Operator agrees to pay all costs and expenses, including reasonable attorney's fees and costs incurred by the Division and/or the Board in the enforcement of this Contract.
11. Any breach that the Division finds to be material of the provisions of this Contract by Operator may, at the discretion of the Division, result in an order to cease mining operations. After opportunity for notice and hearing, the Board of Oil, Gas and Mining may enter an order to revoke the Notice of Intention, order reclamation, or order forfeiture of the Surety Contract, or take such other action as is authorized by law.
12. In the event of forfeiture of the Surety Contract, Operator shall be liable for any additional costs in excess of the surety amount which are required to comply with this Contract. Any excess monies resulting from forfeiture of the Surety Contract, upon completion of reclamation and compliance with this Contract, shall be returned to the rightful claimant.
13. This Contract including the Notice of Intention, as amended and the Reclamation Plan, as amended, represents the entire agreement of the parties involved, and any modification must be approved in writing by the parties involved.
14. Each signatory below represents that he/she is authorized to execute this Contract on behalf of the named party.



OPERATOR:

SF Phosphates Limited Company
Operator Name

By M. D. HUNT
Authorized Officer (Typed or Printed)

VP Operations
Authorized Officer - Position

M. D. Hunt
Officer's Signature

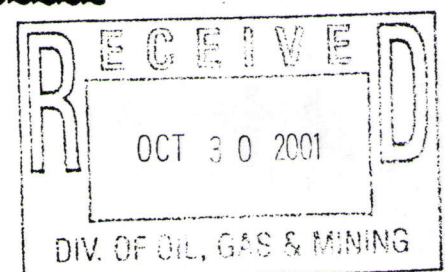
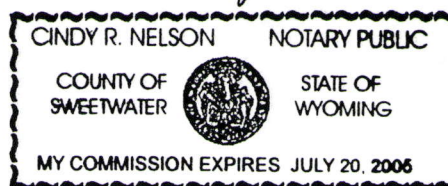
10/24/01
Date

STATE OF Wyoming)
COUNTY OF Sweetwater) ss:

On the 24th day of October, 20 01, Martin Hunt
personally appeared before me, who being by me duly sworn did say that he/she is the
VP Operations of SF Phosphates L.C. and duly
acknowledged that said instrument was signed on behalf of said company by authority
of its bylaws or a resolution of its board of directors and said Martin Hunt
duly acknowledged to me that said company executed the same.

Cindy Nelson
Notary Public
Residing at Rock-Springs, Wyo - Sweetwater County

July 26, 2005
My Commission Expires:

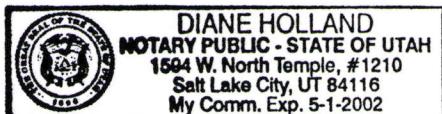


DIVISION OF OIL, GAS AND MINING:

By Lowell P Braxton 12/12/01
Lowell P. Braxton, Director Date

STATE OF UTAH)
) ss:
COUNTY OF SALT LAKE)

On the 12 day of December, 2001, Lowell P. Braxton
personally appeared before me, who being duly sworn did say that he/~~she~~, the said Lowell P. Braxton
Lowell P. Braxton is the Director of the Division of Oil, Gas and
Mining, Department of Natural Resources, State of Utah, and he/~~she~~ duly acknowl-
edged to me that he/~~she~~ executed the foregoing document by authority of law on behalf
of the State of Utah.



Diane Holland
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires: 5-1-2002

ATTACHMENT "A"

SF Phosphates Limited Company
Operator

Vernal Phosphate Mine
Mine Name

M/047/007
Permit Number

Uintah County, Utah

LEGAL DESCRIPTION

Include 1/4, 1/4, 1/4 sections, townships, ranges and any other descriptions that will legally determine where disturbed lands are located. Attach a topographic map of suitable scale (max. 1 inch = 500 feet; 1 inch = 200 feet or larger scale is preferred) showing township, range and sections and a clear outline of the disturbed area boundaries tied to this Reclamation Contract and surety.

The detailed legal description of lands to be disturbed is:

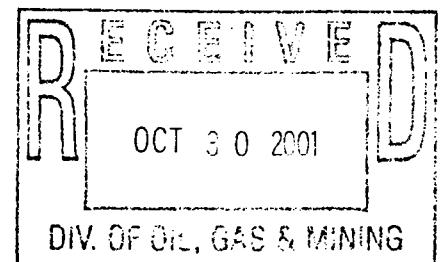
Lands to be disturbed are in Uintah County, Utah and include portions of:

SE 1/4 Section 18, Township 2 South, Range 22 East, SLBM
NE 1/4 Section 19, Township 2 South, Range 22 East, SLBM
SE 1/4 Section 19, Township 2 South, Range 22 East, SLBM
NE 1/4 Section 30, Township 2 South, Range 22 East, SLBM
SE 1/4 Section 30, Township 2 South, Range 22 East, SLBM
Section 31, Township 2 South, Range 22 East, SLBM
SE 1/4 Section 36, Township 2 South, Range 32 East, SLBM

NW 1/4 Section 17, Township 2 South, Range 22 East, SLBM
SW 1/4 Section 17, Township 2 South, Range 22 East, SLBM
Section 20, Township 2 South, Range 22 East, SLBM
NE 1/4 Section 29, Township 2 South, Range 22 East, SLBM
NW 1/4 Section 29, Township 2 South, Range 22 East, SLBM
SW 1/4 Section 29, Township 2 South, Range 22 East, SLBM
NW 1/4 Section 32, Township 2 South, Range 22 East, SLBM
SW 1/4 Section 32, Township 2 South, Range 22 East, SLBM

NE 1/4 Section 1, Township 3 South, Range 21 East, SLBM

NW 1/4 Section 5, Township 3 South, Range 22 East, SLBM
NW 1/4 Section 6, Township 3 South, Range 22 East, SLBM
NE 1/4 Section 6, Township 3 South, Range 22 East, SLBM



Surety Rider

To be attached to and form a part of:

Type of Bond: **Mining and Reclamation Bond**

Bond No.: _____

executed by: **SF Phosphates Limited Company**, as Principal

and by: **Travelers Casualty and Surety Company of America**, as Surety,

in favor of: **State of Utah**, as Obligee,

and effective: **December 17, 1993**

In consideration of the premium charged for the attached bond, it is hereby agreed to change:

The Bond Amount:

From: **Two Million Twenty Four Thousand and 00/100 Dollars (\$2,024,000.00***)**

To: **Two Million Three Hundred Thirty Six Thousand and 00/100 Dollars (\$2,336,000.00***)**

The attached bond shall be subject to all its agreements, limitations and conditions except as herein expressly modified.

This rider is effective: **September 12, 2001**

Signed and Sealed: **September 12, 2001**

Principal: **SF Phosphates Limited Company**

By: M. D. Hunt VP Operations
(Name/Title)

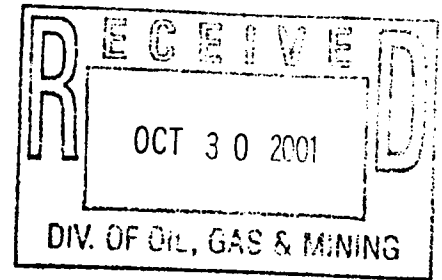
Surety: **Travelers Casualty and Surety Company of America**

By: Heidi Bockus
Heidi Bockus Attorney-in-Fact

Accepted By: **State of Utah**

By: Lawrence P Bracht
(Name/Title)

Date: 12/12/01



TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY
Hartford, Connecticut 06183-9062

POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: Heidi Bockus, Jay A. Miley, Kathie L. Wieggers, Krista M. Stromberg, Patrick D. Dineen, Tevy Lor, Thomas J. Jochums, Suzanne Holden, of Seattle, Washington, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

VOTED: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:

VOTED: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 11th day of January 2001.

STATE OF CONNECTICUT

}SS. Hartford

COUNTY OF HARTFORD

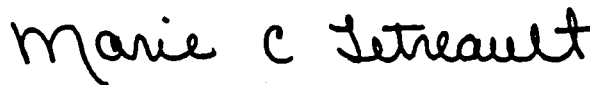
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY



By 
George W. Thompson
Senior Vice President

On this 11th day of January, 2001 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.





My commission expires June 30, 2001 Notary Public
Marie C. Tetreault

CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 12th day of September, 2001.



By 
Kori M. Johanson
Assistant Secretary, Bond

Rider No. 2

To be attached to and form a part of:

Type of Bond: **Mining and Reclamation Bond**

Bond No.: _____

executed by: **SF Phosphates Limited Company**, as Principal

and by: **Travelers Casualty and Surety Company of America**, as Surety,

in favor of: **State of Utah**, as Obligee,

and effective: **December 17, 1993**

Now, Therefore, it is agreed that:

Obligee's name to read:

State of Utah, Division of Oil, Gas and Mining and Department of Interior Bureau of Land Management

and

The bond amount to read:

Two Million Three Hundred Thirty Six Thousand and No/100 (\$2,336,000.00)

Of which \$53,040 is designated for reclamation or disturbance on Bureau of Land Management Lands.

It is further understood and agreed that all other terms and conditions of this bond shall remain unchanged.

This rider is effective: **November 6, 2001**

Signed and Sealed: **November 6, 2001**

Principal: **SF Phosphates Limited Company**

By: M. D. Hunt MARTIN D. HUNT Per.
(Name/Title)

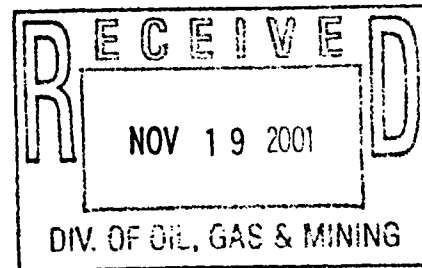
Surety: **Travelers Casualty and Surety Company of America**

By: Heidi Bockus
Heidi Bockus, Attorney-in-Fact

Accepted By: **State of Utah, Division of Oil, Gas and Mining and** on 11/6/01
Department of Interior Bureau of Land Management

By: Lawrence P. Bracht 12/12/01
D. Victor (Name/Title)

Date: _____



**TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY
Hartford, Connecticut 06183-9062**

POWER OF ATTORNEY AND CERTIFICATE OF AUTHORITY OF ATTORNEY(S)-IN-FACT

KNOW ALL PERSONS BY THESE PRESENTS, THAT TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, corporations duly organized under the laws of the State of Connecticut, and having their principal offices in the City of Hartford, County of Hartford, State of Connecticut, (hereinafter the "Companies") hath made, constituted and appointed, and do by these presents make, constitute and appoint: Heidi Bockus, Jay A. Miley, Kathie L. Wieggers, Krista M. Stromberg, Patrick D. Dineen, Tevy Lor, Thomas J. Jochums, Suzanne Holden, of Seattle, Washington, their true and lawful Attorney(s)-in-Fact, with full power and authority hereby conferred to sign, execute and acknowledge, at any place within the United States, the following instrument(s): by his/her sole signature and act, any and all bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking and any and all consents incident thereto and to bind the Companies, thereby as fully and to the same extent as if the same were signed by the duly authorized officers of the Companies, and all the acts of said Attorney(s)-in-Fact, pursuant to the authority herein given, are hereby ratified and confirmed.

This appointment is made under and by authority of the following Standing Resolutions of said Companies, which Resolutions are now in full force and effect:

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President, any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary may appoint Attorneys-in-Fact and Agents to act for and on behalf of the company and may give such appointee such authority as his or her certificate of authority may prescribe to sign with the Company's name and seal with the Company's seal bonds, recognizances, contracts of indemnity, and other writings obligatory in the nature of a bond, recognizance, or conditional undertaking, and any of said officers or the Board of Directors at any time may remove any such appointee and revoke the power given him or her.

VOTED: That the Chairman, the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President may delegate all or any part of the foregoing authority to one or more officers or employees of this Company, provided that each such delegation is in writing and a copy thereof is filed in the office of the Secretary.

VOTED: That any bond, recognizance, contract of indemnity, or writing obligatory in the nature of a bond, recognizance, or conditional undertaking shall be valid and binding upon the Company when (a) signed by the President, any Vice Chairman, any Executive Vice President, any Senior Vice President or any Vice President, any Second Vice President, the Treasurer, any Assistant Treasurer, the Corporate Secretary or any Assistant Secretary and duly attested and sealed with the Company's seal by a Secretary or Assistant Secretary, or (b) duly executed (under seal, if required) by one or more Attorneys-in-Fact and Agents pursuant to the power prescribed in his or her certificate or their certificates of authority or by one or more Company officers pursuant to a written delegation of authority.

This Power of Attorney and Certificate of Authority is signed and sealed by facsimile (mechanical or printed) under and by authority of the following Standing Resolution voted by the Boards of Directors of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, which Resolution is now in full force and effect:

VOTED: That the signature of each of the following officers: President, any Executive Vice President, any Senior Vice President, any Vice President, any Assistant Vice President, any Secretary, any Assistant Secretary, and the seal of the Company may be affixed by facsimile to any power of attorney or to any certificate relating thereto appointing Resident Vice Presidents, Resident Assistant Secretaries or Attorneys-in-Fact for purposes only of executing and attesting bonds and undertakings and other writings obligatory in the nature thereof, and any such power of attorney or certificate bearing such facsimile signature or facsimile seal shall be valid and binding upon the Company and any such power so executed and certified by such facsimile signature and facsimile seal shall be valid and binding upon the Company in the future with respect to any bond or undertaking to which it is attached.

IN WITNESS WHEREOF, TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY have caused this instrument to be signed by their Senior Vice President and their corporate seals to be hereto affixed this 11th day of January 2001.

STATE OF CONNECTICUT

}SS. Hartford

COUNTY OF HARTFORD

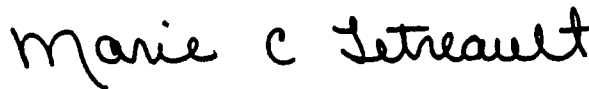
TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
TRAVELERS CASUALTY AND SURETY COMPANY
FARMINGTON CASUALTY COMPANY



By 
George W. Thompson
Senior Vice President

On this 11th day of January, 2001 before me personally came GEORGE W. THOMPSON to me known, who, being by me duly sworn, did depose and say: that he/she is Senior Vice President of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, the corporations described in and which executed the above instrument; that he/she knows the seals of said corporations; that the seals affixed to the said instrument are such corporate seals; and that he/she executed the said instrument on behalf of the corporations by authority of his/her office under the Standing Resolutions thereof.





My commission expires June 30, 2001 Notary Public
Marie C. Tetreault

CERTIFICATE

I, the undersigned, Assistant Secretary of TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA, TRAVELERS CASUALTY AND SURETY COMPANY and FARMINGTON CASUALTY COMPANY, stock corporations of the State of Connecticut, DO HEREBY CERTIFY that the foregoing and attached Power of Attorney and Certificate of Authority remains in full force and has not been revoked; and furthermore, that the Standing Resolutions of the Boards of Directors, as set forth in the Certificate of Authority, are now in force.

Signed and Sealed at the Home Office of the Company, in the City of Hartford, State of Connecticut. Dated this 6th day of November, 2001.



By 
Kori M. Johanson
Assistant Secretary, Bond